

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF AN APPLICATION FOR AN)	CAUSE NO. 535
ORDER TO ESTABLISH AN APPROXIMATE 640-)	
ACRE DRILLING AND SPACING UNIT)	DOCKET NO. <i>To be assigned</i>
AUTHORIZING THE DRILLING OF UP TO EIGHT (8))	
HORIZONTAL WELLS FOR SECTION 35, TOWNSHIP)	
7 NORTH, RANGE 60 WEST, 6 TH P.M., FOR)	
PRODUCTION FROM THE NIOBRARA FORMATION,)	
UNNAMED FIELD, WELD COUNTY, COLORADO)	

AMENDED APPLICATION

Prima Exploration, Inc. (“Prima” or “Applicant”), by and through its attorneys, Burleson LLP, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the “Commission”) for an order to establish an approximate 640-acre drilling and spacing unit for Section 35, Township 7 North, Range 60 West, 6th P.M., and approve the drilling of up to eight (8) horizontal wells within the proposed unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.
2. Applicant owns substantial leasehold interests in the below-listed lands:

Township 7 North, Range 60 West, 6th P.M.
Section 35: All

These lands are hereinafter referred to as the “Application Lands.” Exhibit A, attached hereto, is the Application Map which depicts the location of said Application Lands.

3. The Application Lands are unspaced with respect to the Niobrara Formation, which is a common source of supply underlying said lands and, as such, Rule 318.a. applies to said lands and under said rule, wells greater than 2,500 feet in depth shall be located not less than 600 feet from any lease line, and shall not be located less than 1,200 feet from any other producible or drilling well when drilling to the same common source of supply, unless authorized by order of the Commission upon hearing.

4. Applicant requests an order establishing an approximate 640-acre drilling and spacing unit for the Application Lands, and the authority to drill up to eight (8) horizontal wells within the proposed unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbore to be no closer than 600 feet from the proposed unit boundaries and an inter-well setback of not less than **150** feet from the treated interval of a well producing from the Niobrara Formation, without exception being granted by the Director. Applicant further alleges that there are no existing wells producing from the Niobrara Formation within the proposed unit.

5. That in order to promote efficient drainage of the Niobrara Formation underlying the Application Lands, to prevent waste, and to protect correlative rights, the Commission should establish the approximate 640-acre drilling and spacing unit requested herein for the drilling and completion of up to eight (8) horizontal wells within the unit. The requested drilling and spacing unit for the Application Lands is not smaller than the maximum area that can be economically and efficiently drained by up to eight (8) horizontal wells.

6. The granting of this application is in accord with the Oil and Gas Conservation Act, found at §34-60-101, *et seq.*, C.R.S., and the Commission rules.

7. That the names and addresses of the interested parties (owners within the proposed drilling and spacing unit) are attached hereto and marked Exhibit B. The Applicant shall submit a certificate of service for the Application within the seven days as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice be given as required by law and that upon such hearing this Commission enter its order:

A. Establishing an approximate 640-acre drilling and spacing unit for the Application Lands, and approve of up to eight (8) horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbore to be no closer than 600 feet from the unit boundaries and an inter-well setback of not less than **150** feet from the treated interval of a well producing from the Niobrara Formation, without exception being granted by the Director.

B. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this _____ day of March, 2013.

Respectfully submitted,

PRIMA EXPLORATION, INC.

By: _____
Robert A. Willis (Colorado Bar No. 26308)
Burleson LLP
Wells Fargo Center
1700 Lincoln Street, Suite 1300
Denver, CO 80203
(303) 801-3200

Applicant's Address:
Prima Exploration, Inc.
Scott Homsher, Land Manager
100 Fillmore Street, Suite 450
Denver, CO 80206

VERIFICATION

STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

Scott Homsher, Land Manager for Prima Exploration, Inc., upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

PRIMA EXPLORATION, INC.

Scott Homsher

Subscribed and sworn to before me this _____ day of March, 2013, by Scott Homsher,
Land Manager for Prima Exploration, Inc.

Witness my hand and official seal.

My commission expires: _____

Notary Public

EXHIBIT B

INTERESTED PARTIES

The names and addresses of the interested parties (owners within Section 35, Township 7 North, Range 60 West, 6th P.M.) according to the information and belief of the Applicant are set forth in this Exhibit B.

Prima Exploration, Inc.
100 Fillmore Street, Suite 450
Denver, CO 80206

Robert A. Willis
Burleson LLP
1700 Lincoln St., Suite 1300
Denver, CO 80203

Energy Liaison
Colorado Parks & Wildlife
6060 Broadway
Denver, CO 80216

Kent Kuster
Colorado Department of Public Health and
Environment
4300 Cherry Creek Drive South
Denver, CO 80246

David Bauer
Weld County LGD
1111 H Street
Greeley, CO 80632

Apple Creek, LLC
335 South York Street
Denver, CO 80209

Blackland Petroleum, LLC
17190 East Dorado Place
Centennial, CO 80015

John Vincent Dunn
4437 North Polo Verde Lane
Casa Grande, AZ 85222

Margaret H. Bethurum
13524 East Tedeomory Dr.
Whittier, CA 90602

Prima Exploration, Inc., as Nominee for
Marshall Resources, LLC
4295 South Fox Street
Englewood, CO 80110

Gene F. Lang & Co.
19751 East Mainstreet, Suite 334
Parker, CO 80138

Robert E. Dunn
4437 North Polo Verde Lane
Casa Grande, AZ 85222

Energy & Exploration Partners, LLC
P.O. Box 471428
Fort Worth, TX 76147

Margaret Esther & Robert Brown
710 West Harvard Blvd., Space 32
Santa Paulo, CA 93060

Esenjay Petroleum Corp.
500 North Water Street
Corpus Christi, TX 78401

Bennett L. Spaur, Jr.
16675 WCR 15
Johnstown, CO 80534

Condor Energy Technology LLC
3315 Highway 50
Silver Springs, NV 89429

Byron L. Spaur
22605 WCR 15
Johnstown, CO 80534

Crain Energy, Ltd.
222 East Tyler Street
Longview, TX 75606

Gilbert L. Spaur
8660 WCR 48-1/2
Johnstown, CO 80534

Elsie M. Hinds
3380 West Colorado Ave.
Denver, CO 80219

Frank E. Doke
P.O. Box 97
Monument, CO 80132

Jacob W. & Geneva E. Spaur
Box 7673, Route 3
Show Low, AZ 85901

Mary Carolyn O'Dell
34002 Rd. 42
Wray, CO 80758

Patricia Ann & Larry Wright
1590 Lunbed Rd.
Chillicothe, OH 45601

James W. Rudd
3331 Oxcart Ln.
Casper, WY 82609

Richard Clarence Rudd
613 Tulane Dr.
Fort Collins, CO 80525

Judith M. Guidotti
11647 E. Cornell Cir.
Aurora, CO 80014

Sandra E. Darby
11647 E. Cornell Cir.
Aurora, CO 80014

Glen H. Spaur
P. O. box 1383
Estes Park, CO 80517

Lacy Properties, Ltd.
222 East Tyler Street
Longview, TX 75606

George Dunn, Attorney in fact for
Charles Luther Dunn & Ann M. Dunn
P.O. Box 446
Alto, NM 88312

Winn Exploration Co., Inc.
800 North Shoreline Blvd
Suite 1900 North
Corpus Christi, TX 78401

Virginia Pearl Johnsen
226 Humboldt Dr
Livermore, CO 80536

John Charles Rudd
1625 Trojan Dr.
Casper, WY 82609

Pacific Energy Development Corp.
4125 Blackhawk Plaza Circle, Suite 201A
Danville, CA 94506